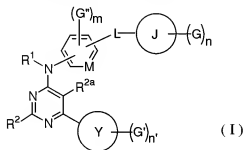


**AMENDMENTS TO THE CLAIMS**

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Previously Presented) A compound having the structure



wherein

$R^1$  represents H,  $(C_1-C_3)$ alkyl, or cyclopropyl;

$R^2$  represents  $(C_1-C_3)$ alkyl, cyclopropyl,  $O(C_1-C_3)$ alkyl, or  $NR^3R^4$

wherein  $R^3$  and  $R^4$  are H,  $(C_1-C_3)$ alkyl, or cyclopropyl;

$R^{2a}$  represents H or halogen;

M represents CH or N;

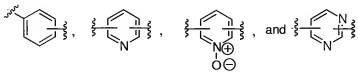
L represents a carbonyl group, O,  $NR^5$ ,  $CR^6R^7$ , or  $(C_2-C_3)$ alkylenyl which is optionally substituted up to twice by groups independently selected from halogen and OH;

wherein

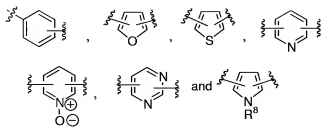
$R^5$  is H or  $(C_1-C_3)$ alkyl; and

$R^6$  and  $R^7$  are independently H,  $CH_3$ , halogen, or OH;

J represents an aromatic or heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



wherein  $R^8$  represents H or  $(C_1-C_3)$ alkyl;

$G''$  represents a substituent selected from the group consisting of  $(C_1-C_3)$ alkyl,

cyclopropyl,  $O(C_1-C_3)$ alkyl, halogen,  $CF_3$ , CN and  $CO_2R^9$ ;

wherein

$R^9$  represents H or  $(C_1-C_3)$ alkyl; and

m represents the number of substituents  $G''$ , and is 0, 1, or 2;

G represents a substituent located on ring J;

$G'$  represents a substituent located on ring Y;

n represents the number of substituents G; and

$n'$  represents the number of substituents  $G'$ ;

n and  $n'$  are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G11, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12-G37;

and subject to the further provisos

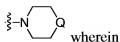
- 4) when J is phenyl, G is other than OH or alkylthio; and when J is phenyl or pyridyl, n is 1, 2, or 3;
- 5) when J is phenyl, and G is G4 shown below, then  $R^2$  is  $NR^3R^4$ ;

G and  $G'$  moieties are independently selected from the group consisting of:

- G1) halogen;

- G2)  $O(C_1-C_4)\text{alkyl}$  which optionally is substituted up to two times by  $O(C_1-C_3)\text{alkyl}$ ;
- G3)  $OH$  ;
- G4)  $(C_1-C_5)\text{alkyl}$ , which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;
- G5)  $OCF_3$ ;
- G6)  $NHC(O)(C_1-C_3)\text{alkyl}$  ;
- G7)  $NHSO_2(C_1-C_3)\text{alkyl}$  ;
- G8)  $NR^{10}R^{11}$ , wherein  
     $R^{10}$  and  $R^{11}$  are independently selected from  
        H,  
         $CH_3$ ,  
        cyclopropyl,  
        benzyl,  
     $NR^{12}R^{13}$  wherein  
         $R^{12}$  and  $R^{13}$  are independently H or  $(C_1-C_3)\text{alkyl}$ , provided  
        that both  $R^{10}$  and  $R^{11}$  are not  $NR^{12}R^{13}$  simultaneously,  
    and  
     $(C_2-C_4)\text{alkyl}$  which is optionally substituted up to three times by  
        halogen, and up to two times by substituent groups  
        independently selected from hydroxyl,  $O(C_1-C_3)\text{alkyl}$ , and  
         $NR^{14}R^{15}$ , wherein  
             $R^{14}$  and  $R^{15}$  are independently H or  $(C_1-C_3)\text{alkyl}$ , or

$R^{14}$  and  $R^{15}$  can join to form a heterocycle of formula



Q represents  $\text{CH}_2$ , O, or  $\text{NR}^{16}$ , and

$R^{16}$  represents H or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ ,

or

$R^{10}$  and  $R^{11}$  may be joined to form a saturated 5-6-membered

N-containing ring which is optionally substituted up to two times

by

OH,

$\text{NR}^{17}\text{R}^{18}$ , wherein

$R^{17}$  and  $R^{18}$  are H or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ ,

or by

$(\text{C}_1\text{-C}_3)\text{alkyl}$  which is optionally substituted up to two times by

halogen, OH, or  $\text{O}(\text{C}_1\text{-C}_3)\text{alkyl}$ ;


G9)  $(\text{CH}_2)_a\text{-NR}^{19}\text{R}^{20}$  wherein

$R^{19}$  and  $R^{20}$  are independently H,  $(\text{C}_1\text{-C}_3)\text{alkyl}$ , or

$(\text{C}_3\text{-C}_6)\text{cycloalkyl}$ , or may be joined to form a saturated 5-

6-membered N-containing ring; and

the subscript "a" is an integer of 1-4;

G10)  wherein

$Q'$  is O or  $\text{NR}^{21}$ ;

$R^{21}$  is H,  $(\text{C}_1\text{-C}_3)\text{alkyl}$ , or cyclopropyl; and

the subscript "b" is an integer of 1-3;

G11)  $\text{CH}_2\text{NR}^{22}(\text{CH}_2)_c\text{OCH}_3$  wherein

$R^{22}$  is H,  $(\text{C}_1\text{-C}_3)\text{alkyl}$ , or cyclopropyl; and

the subscript "c" is an integer of 2-4;

G12)  $\text{OSO}_2\text{NR}^{23}\text{R}^{24}$  wherein

$\text{R}^{23}$  and  $\text{R}^{24}$  independently represent H,  $\text{CH}_3$ , or  $(\text{C}_2\text{-C}_4)\text{alkyl}$

which may optionally be substituted once by OH or

$\text{NR}^{25}\text{R}^{26}$ , wherein

$\text{R}^{25}$  and  $\text{R}^{26}$  independently represent H or

$(\text{C}_1\text{-C}_3)\text{alkyl}$ ;

G13)  $\text{CN}$ ;

G14)  $\text{NO}_2$ ;

G15) cyclopropyl;

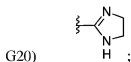
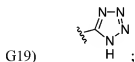
G16)  $\text{OR}^{27}$ , wherein

$\text{R}^{27}$  represents phenyl or benzyl;

G17)  $\text{S}(\text{C}_1\text{-C}_3)\text{alkyl}$ ;

G18)  $\text{CH}=\text{CH}(\text{CH}_2)_{1-3}\text{-OR}^5$ ; wherein

$\text{R}^5$  represents H or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ ;



G21)  $\text{C}(\text{O})\text{NR}^{28}\text{R}^{29}$ , wherein

$\text{R}^{28}$  and  $\text{R}^{29}$  are independently selected from

H,

cyclopropyl, provided that both  $R^{28}$  and  $R^{29}$  are not simultaneously cyclopropyl,



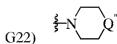
, provided that this group does not constitute both  $R^{28}$  and  $R^{29}$  simultaneously,

and

(C<sub>1</sub>-C<sub>3</sub>)alkyl which is optionally substituted up to two times by OH;

or

$R^{28}$  and  $R^{29}$  may be joined to form a saturated 5-6-membered N-containing ring which is optionally substituted up to two times by OH, or by (C<sub>1</sub>-C<sub>3</sub>)alkyl which in turn is optionally substituted up to two times by OH or O(C<sub>1</sub>-C<sub>3</sub>)alkyl;



wherein

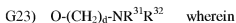
$Q''$  is O or  $NR^{30}$ , and

$R^{30}$  is

H,

cyclopropyl, or

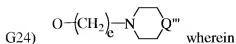
(C<sub>1</sub>-C<sub>3</sub>)alkyl which is optionally substituted once by halogen, OH, or O(C<sub>1</sub>-C<sub>3</sub>)alkyl;



$R^{31}$  and  $R^{32}$  are independently H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, or cyclopropyl, or may be joined to form a saturated 5-6-membered

N-containing ring; and

the subscript "d" is an integer of 2-4;

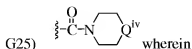


wherein

the subscript "c" is an integer of 2-3; and

Q''' is O or NR<sup>33</sup>; and

R<sup>33</sup> is H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, or cyclopropyl;



Q<sup>iv</sup> is O or NR<sup>34</sup>; and

R<sup>34</sup> is H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, or cyclopropyl;

G26) C(O)NR<sup>35</sup>(CH<sub>2</sub>)<sub>f</sub>OR<sup>36</sup> wherein

R<sup>35</sup> is H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, or cyclopropyl;

R<sup>36</sup> is (C<sub>1</sub>-C<sub>6</sub>)alkyl optionally substituted up to two times by  
halogen, OH, or O(C<sub>1</sub>-C<sub>3</sub>)alkyl, and

the subscript "f" is an integer of 2-4;

G27) CO<sub>2</sub>R<sup>37</sup> wherein

R<sup>37</sup> is H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;

G28) phenyl, which is optionally substituted by up to 2 groups selected from  
halogen, (C<sub>1</sub>-C<sub>3</sub>)alkyl, OR<sup>38</sup>, CN, CF<sub>3</sub>, and NR<sup>39</sup>R<sup>40</sup>

wherein

R<sup>38</sup> represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and

R<sup>39</sup> and R<sup>40</sup> represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;

G29) NR<sup>41</sup>SO<sub>2</sub>NR<sup>42</sup>R<sup>43</sup> wherein

R<sup>41</sup> represents H, or (C<sub>1</sub>-C<sub>4</sub>)alkyl, and

R<sup>42</sup> and R<sup>43</sup> independently represent H, CH<sub>3</sub>, or (C<sub>2</sub>-C<sub>3</sub>)alkyl

which may optionally be substituted once by -OH or

NR<sup>44</sup>R<sup>45</sup>, wherein

R<sup>44</sup> and R<sup>45</sup> independently represent H or

(C<sub>1</sub>-C<sub>3</sub>)alkyl;

G30)  $\text{OC(O)-CH}_2\text{-NR}^{46}\text{R}^{47}$  wherein

$\text{R}^{46}$  and  $\text{R}^{47}$  independently represent H,  $(\text{C}_1\text{-C}_3)\text{alkyl}$ , or  $\text{CO}_2(\text{t-butyl})$ , provided that  $\text{R}^{46}$  and  $\text{R}^{47}$  are not both simultaneously  $\text{CO}_2(\text{t-butyl})$ ;

G31)  $\text{N(R}^{48})\text{C(O)R}^{49}$  wherein

$\text{R}^{48}$  represents H or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ ; and

$\text{R}^{49}$  represents

$(\text{CH}_2)_{1-3}\text{-CO}_2\text{H}$ ,

$\text{O}(\text{C}_2\text{-C}_4)\text{alkyl}$ ,

$(\text{CH}_2)_{1-4}\text{-NR}^{50}\text{R}^{51}$  wherein

$\text{R}^{50}$  and  $\text{R}^{51}$  independently represent H or

$(\text{C}_1\text{-C}_3)\text{alkyl}$ , or

$\text{CH(R}^{53})\text{-NR}^{53}\text{R}^{54}$  wherein

$\text{R}^{52}$  represents  $(\text{CH}_2)_{1-4}\text{-NH}_2$ ,  $\text{CH}_2\text{OH}$ ,

$\text{CH}(\text{CH}_3)\text{OH}$ , or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ ; and

$\text{R}^{53}$  and  $\text{R}^{54}$  independently represent H or

$(\text{C}_1\text{-C}_3)\text{alkyl}$ ;

G32)  $\text{C(O)-(C}_1\text{-C}_3)\text{alkyl}$ ;

G33)  $(\text{CH}_2)_g\text{-N(R}^{55})\text{-C(O)-R}^{56}$  wherein

$g$  represents 1, 2, or 3;

$\text{R}^{55}$  represents H or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ ;

$\text{R}^{56}$  represents

$(\text{C}_1\text{-C}_3)\text{alkyl}$  optionally substituted up to two times by


$\text{OR}^{57}$  or  $\text{NR}^{58}\text{R}^{59}$ , wherein

$\text{R}^{57}$  represents H or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ , and


$\text{R}^{58}$  and  $\text{R}^{59}$  each represents H or

$(\text{C}_1\text{-C}_3)\text{alkyl}$ ,



or  $R^{56}$  represents  wherein  
 $R^{60}$  represents halogen, (C<sub>1</sub>-C<sub>3</sub>)alkyl, O(C<sub>1</sub>-C<sub>3</sub>)alkyl, CN,  
 OH, CF<sub>3</sub>, or NR<sup>61</sup>R<sup>62</sup>, wherein  
 $R^{61}$  and  $R^{62}$  represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
 h represents 0, 1, or 2;

G34)  $(CH_2)_i-N(R^{63})-C(O)-NR^{64}R^{65}$  wherein  
 i represents 1, 2, or 3;  
 $R^{63}$  represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;  
 $R^{64}$  and  $R^{65}$  each represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;  
 or

$R^{64}$  and  $R^{65}$  may be joined to form  wherein  
 $Q^V$  represents CH<sub>2</sub>, O or NR<sup>66</sup> wherein  
 $R^{66}$  represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;

G35)  $(CH_2)_j-N(R^{67})-SO_2-\text{N} \begin{array}{c} \diagup N \\ \diagdown N \end{array} \begin{array}{c} R^{68} \end{array}$  wherein  
 j represents 1, 2, or 3;  
 $R^{67}$  represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
 $R^{68}$  represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;

G36)  $(CH_2)_k-N(R^{69})-SO_2-R^{70}$  wherein  
 k represents 1, 2, or 3;  
 $R^{69}$  represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
 $R^{70}$  represents (C<sub>1</sub>-C<sub>4</sub>)alkyl, or phenyl which is optionally  
 substituted up to perhalo by halogen or up to three times by  
 OR<sup>71</sup>, CN, CF<sub>3</sub>, or NR<sup>72</sup>R<sup>73</sup>, wherein  
 $R^{71}$  represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
 $R^{72}$  and  $R^{73}$  each represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;

G37)  $\text{CH}=\text{CH}-(\text{CH}_2)_{1-3}-\text{NR}^{74}\text{R}^{75}$  wherein

$\text{R}^{74}$  and  $\text{R}^{75}$  represent H or  $(\text{C}_1-\text{C}_3)$ alkyl;

or a pharmaceutically acceptable salt or stereoisomer thereof.

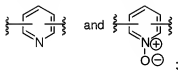
2. (Original) The compound of claim 1

wherein

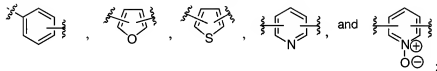
$\text{R}^1$  represents H;

M represents  $\text{CH}$ ;

J represents a heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G5 and G8, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12, G13, G22, G29, and G31;


and subject to the further proviso

- 4) when J is pyridyl, n is 1, 2, or 3;

and proviso 5 does not apply;

G and G' moieties are independently selected from the group consisting of:

- G1) halogen ;


- G2)  $O(C_1-C_4)\text{alkyl}$  which optionally is substituted up to two times by  $O(C_1-C_3)\text{alkyl}$ ;
- G3)  $OH$  ;
- G4)  $(C_1-C_3)\text{alkyl}$ , which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;
- G5)  $OCF_3$ ;
- G8)  $NR^{10}R^{11}$ , wherein  
 $R^{10}$  and  $R^{11}$  are independently selected from  
 $H$ ,  
 $CH_3$ ,  
cyclopropyl,  
benzyl,  
 $NR^{12}R^{13}$  wherein  
 $R^{12}$  and  $R^{13}$  are independently  $H$  or  $(C_1-C_3)\text{alkyl}$ , provided  
that both  $R^{10}$  and  $R^{11}$  are not  $NR^{12}R^{13}$  simultaneously,  
and  
 $(C_2-C_4)\text{alkyl}$  which is optionally substituted up to three times by  
halogen, and up to two times by substituent groups  
independently selected from hydroxyl,  $O(C_1-C_3)\text{alkyl}$ , and  
 $NR^{14}R^{15}$ , wherein  
 $R^{14}$  and  $R^{15}$  are independently  $H$  or  $(C_1-C_3)\text{alkyl}$ , or  
 $R^{14}$  and  $R^{15}$  can join to form a heterocycle of
- 
- formula      wherein
- $Q$  represents  $CH_2$ ,  $O$ , or  $NR^{16}$ , and  
 $R^{16}$  represents  $H$  or  $(C_1-C_3)\text{alkyl}$ ,

or

$R^{10}$  and  $R^{11}$  may be joined to form a saturated 5-6-membered N-containing ring which is optionally substituted up to two times by  
 OH,  
 $NR^{17}R^{18}$ , wherein  
 $R^{17}$  and  $R^{18}$  are H or (C<sub>1</sub>-C<sub>3</sub>)alkyl,  
 or by  
 (C<sub>1</sub>-C<sub>3</sub>)alkyl which is optionally substituted up to two times by  
 halogen, OH, or O(C<sub>1</sub>-C<sub>3</sub>)alkyl;

G12)  $OSO_2NR^{23}R^{24}$  wherein  
 $R^{23}$  and  $R^{24}$  independently represent H, CH<sub>3</sub>, or (C<sub>2</sub>-C<sub>4</sub>)alkyl  
 which may optionally be substituted once by OH or  
 $NR^{25}R^{26}$ , wherein  
 $R^{25}$  and  $R^{26}$  independently represent H or  
 (C<sub>1</sub>-C<sub>3</sub>)alkyl;

G13) CN ;

G22)  wherein  
 $Q^{**}$  is O or  $NR^{30}$ , and  
 $R^{30}$  is  
 H,  
 cyclopropyl, or  
 (C<sub>1</sub>-C<sub>3</sub>)alkyl which is optionally substituted once by  
 halogen, OH, or O(C<sub>1</sub>-C<sub>3</sub>)alkyl;

G29)  $NR^{41}SO_2NR^{42}R^{43}$  wherein  
 $R^{41}$  represents H, or (C<sub>1</sub>-C<sub>4</sub>)alkyl, and

$R^{42}$  and  $R^{43}$  independently represent H,  $CH_3$ , or  $(C_2-C_3)$ alkyl  
 which may optionally be substituted once by -OH or  
 $NR^{44}R^{45}$ , wherein  
 $R^{44}$  and  $R^{45}$  independently represent H or  
 $(C_1-C_3)$ alkyl; and

G31)  $N(R^{48})C(O)R^{49}$  wherein  
 $R^{48}$  represents H or  $(C_1-C_3)$ alkyl; and  
 $R^{49}$  represents  
 $(CH_2)_{1-3}-CO_2H$ ,  
 $O(C_2-C_4)$ alkyl,  
 $(CH_2)_{1-4}-NR^{50}R^{51}$  wherein  
 $R^{50}$  and  $R^{51}$  independently represent H or  
 $(C_1-C_3)$ alkyl, or  
 $CH(R^{52})-NR^{53}R^{54}$  wherein  
 $R^{52}$  represents  $(CH_2)_{1-4}-NH_2$ ,  $CH_2OH$ ,  
 $CH(CH_3)OH$ , or  $(C_1-C_3)$ alkyl; and  
 $R^{53}$  and  $R^{54}$  independently represent H or  
 $(C_1-C_3)$ alkyl.

3. (Original) The compound of claim 2  
 wherein  
 $R^1$  represents H;  
 $R^2$  represents  $O(C_1-C_3)$ alkyl or  $NR^3R^4$   
 wherein  $R^3$  and  $R^4$  are H or  $(C_1-C_3)$ alkyl;  
 $R^{2a}$  represents H;  
 L represents O or  $CR^6R^7$  wherein  
 $R^6$  and  $R^7$  are independently H,  $CH_3$ , or OH;  
 $G''$  represents a substituent selected from the group consisting of  $O(C_1-C_3)$ alkyl, halogen,  
 and  $CF_3$ ;  
 n and n' are independently 0 or 1, and provisos 1-3 do not apply;

G and G' moieties are independently selected from the group consisting of:

- G1) Cl or F;
- G2)  $O(C_1-C_3)\text{alkyl}$ ;
- G3) OH ;
- G4)  $(C_1-C_3)\text{alkyl}$ , which is optionally substituted up to three times by halogen;
- G5)  $OCF_3$ ;

G8)  $NR^{10}R^{11}$ , wherein

$R^{10}$  and  $R^{11}$  are independently selected from

H,

$CH_3$ ,

cyclopropyl,

benzyl,

$NR^{12}R^{13}$  wherein

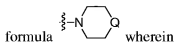
$R^{12}$  and  $R^{13}$  are independently H or  $(C_1-C_3)\text{alkyl}$ , provided that both  $R^{10}$  and  $R^{11}$  are not  $NR^{12}R^{13}$  simultaneously,

and

$(C_2-C_4)\text{alkyl}$  which is optionally substituted up to three times by halogen, and up to two times by substituent groups independently selected from hydroxyl,  $O(C_1-C_3)\text{alkyl}$ , and  $NR^{14}R^{15}$ , wherein

$R^{14}$  and  $R^{15}$  are independently H or  $(C_1-C_3)\text{alkyl}$ , or

$R^{14}$  and  $R^{15}$  can join to form a heterocycle of



Q represents  $CH_2$ , O, or  $NR^{16}$ , and


$R^{16}$  represents H or  $(C_1-C_3)\text{alkyl}$ ,

G12)  $\text{OSO}_2\text{NR}^{23}\text{R}^{24}$  wherein

$\text{R}^{23}$  and  $\text{R}^{24}$  independently represent H,  $\text{CH}_3$ , or  $(\text{C}_2\text{-C}_4)\text{alkyl}$  which may optionally be substituted once by OH or  $\text{NR}^{25}\text{R}^{26}$ , wherein

$\text{R}^{25}$  and  $\text{R}^{26}$  independently represent H or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ ;

G13)  $\text{CN}$ ;

G22)  wherein

$\text{Q}^{**}$  is O or  $\text{NR}^{30}$ , and

$\text{R}^{30}$  is H or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ ; and

G31)  $\text{N}(\text{R}^{48})\text{C}(\text{O})\text{R}^{49}$  wherein

$\text{R}^{48}$  represents H or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ ; and

$\text{R}^{49}$  represents

$(\text{CH}_2)_{1-3}\text{-CO}_2\text{H}$ ,

$\text{O}(\text{C}_2\text{-C}_4)\text{alkyl}$ ,

$(\text{CH}_2)_{1-4}\text{-NR}^{50}\text{R}^{51}$  wherein

$\text{R}^{50}$  and  $\text{R}^{51}$  independently represent H or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ , or

$\text{CH}(\text{R}^{52})\text{-NR}^{53}\text{R}^{54}$  wherein

$\text{R}^{52}$  represents  $(\text{CH}_2)_{1-4}\text{-NH}_2$ ,  $\text{CH}_2\text{OH}$ ,  $\text{CH}(\text{CH}_3)\text{OH}$ , or

$(\text{C}_1\text{-C}_3)\text{alkyl}$ ; and

$\text{R}^{53}$  and  $\text{R}^{54}$  independently represent H or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ .

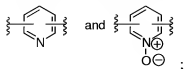
4. (Original) The compound of claim 1

wherein

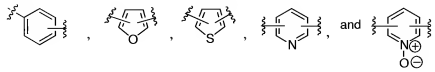
$\text{R}^1$  represents H;

M represents  $\text{CH}$ ;

J represents a heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G5 and G8, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12, G21, G25, G26, and G31;

and subject to the further proviso

- 4) when J is pyridyl, n is 1, 2, or 3;

and proviso 5 does not apply;

G and G' moieties are independently selected from the group consisting of:

- G1) halogen ;
- G2) O(C<sub>1</sub>-C<sub>4</sub>)alkyl which optionally is substituted up to two times by O(C<sub>1</sub>-C<sub>2</sub>)alkyl;
- G3) OH ;
- G4) (C<sub>1</sub>-C<sub>3</sub>)alkyl, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;
- G5) OCF<sub>3</sub> ;
- G8) NR<sup>10</sup>R<sup>11</sup>, wherein



$R^{10}$  and  $R^{11}$  are independently selected from

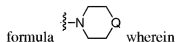
H,  
 $CH_3$ ,  
 cyclopropyl,  
 benzyl,  
 $NR^{12}R^{13}$  wherein

$R^{12}$  and  $R^{13}$  are independently H or  $(C_1-C_3)$ alkyl, provided  
 that both  $R^{10}$  and  $R^{11}$  are not  $NR^{12}R^{13}$  simultaneously,

and

$(C_2-C_4)$ alkyl which is optionally substituted up to three times by  
 halogen, and up to two times by substituent groups  
 independently selected from hydroxyl,  $O(C_1-C_3)$ alkyl, and  
 $NR^{14}R^{15}$ , wherein

$R^{14}$  and  $R^{15}$  are independently H or  $(C_1-C_3)$ alkyl, or  
 $R^{14}$  and  $R^{15}$  can join to form a heterocycle of



Q represents  $CH_2$ , O, or  $NR^{16}$ , and

$R^{16}$  represents H or  $(C_1-C_3)$ alkyl,

or

$R^{10}$  and  $R^{11}$  may be joined to form a saturated 5-6-membered

N-containing ring which is optionally substituted up to two times  
 by

OH,  
 $NR^{17}R^{18}$ , wherein

$R^{17}$  and  $R^{18}$  are H or  $(C_1-C_3)$ alkyl,

or by

$(C_1-C_3)$ alkyl which is optionally substituted up to two times by  
 halogen, OH, or  $O(C_1-C_3)$ alkyl;

G12)  $OSO_2NR^{23}R^{24}$  wherein

$R^{23}$  and  $R^{24}$  independently represent H,  $CH_3$ , or  $(C_2-C_4)$ alkyl which may optionally be substituted once by OH or  $NR^{25}R^{26}$ , wherein  $R^{25}$  and  $R^{26}$  independently represent H or  $(C_1-C_3)$ alkyl;

G21)  $C(O)NR^{28}R^{29}$ , wherein

$R^{28}$  and  $R^{29}$  are independently selected from

H,

cyclopropyl, provided that both  $R^{28}$  and  $R^{29}$  are not simultaneously cyclopropyl,



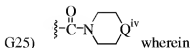
, provided that this group does not constitute both  $R^{28}$  and  $R^{29}$  simultaneously,

and

$(C_1-C_3)$ alkyl which is optionally substituted up to two times by OH;

or

$R^{28}$  and  $R^{29}$  may be joined to form a saturated 5-6-membered N-containing ring which is optionally substituted up to two times by OH, or by  $(C_1-C_3)$ alkyl which in turn is optionally substituted up to two times by OH or  $O(C_1-C_3)$ alkyl;



$Q^{iv}$  is O or  $NR^{34}$ ; and

$R^{34}$  is H,  $(C_1-C_3)$ alkyl, or cyclopropyl;

G26)  $C(O)NR^{35}(CH_2)OR^{36}$  wherein

$R^{35}$  is H,  $(C_1-C_3)$ alkyl, or cyclopropyl;

$R^{36}$  is  $(C_1-C_6)$ alkyl optionally substituted up to two times by halogen, OH, or  $O(C_1-C_3)$ alkyl, and

the subscript "l" is an integer of 2-4; and

- G31)  $N(R^{48})C(O)R^{49}$  wherein  
 $R^{48}$  represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
 $R^{49}$  represents  
 (CH<sub>2</sub>)<sub>1-3</sub>-CO<sub>2</sub>H,  
 O(C<sub>2</sub>-C<sub>4</sub>)alkyl,  
 (CH<sub>2</sub>)<sub>1-4</sub>-NR<sup>50</sup>R<sup>51</sup> wherein  
 $R^{50}$  and  $R^{51}$  independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, or  
 CH(R<sup>52</sup>)-NR<sup>53</sup>R<sup>54</sup> wherein  
 $R^{52}$  represents (CH<sub>2</sub>)<sub>1-4</sub>-NH<sub>2</sub>, CH<sub>2</sub>OH, CH(CH<sub>3</sub>)OH, or  
 (C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
 $R^{53}$  and  $R^{54}$  independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl.

5. (Original) The compound of claim 4  
 wherein  
 $R^1$  represents H;  
 $R^2$  represents O(C<sub>1</sub>-C<sub>3</sub>)alkyl or NR<sup>3</sup>R<sup>4</sup>  
 wherein  $R^3$  and  $R^4$  are H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;  
 $R^{2a}$  represents H;  
 L represents O or CR<sup>6</sup>R<sup>7</sup>, wherein  
 $R^6$  and  $R^7$  are independently H, CH<sub>3</sub>, or OH;  
 $G''$  represents a substituent selected from the group consisting of O(C<sub>1</sub>-C<sub>3</sub>)alkyl, halogen,  
 and CF<sub>3</sub>;  
 n and n' are independently 0 or 1, and provisos 1-3 do not apply;  
 $G$  and  $G'$  moieties are independently selected from the group consisting of:
- G1) Cl or F;
- G2) O(C<sub>1</sub>-C<sub>3</sub>)alkyl;
- G3) OH ;

G4) (C<sub>1</sub>-C<sub>3</sub>)alkyl, which is optionally substituted up to three times by halogen;

G5) OCF<sub>3</sub>;

G8) NR<sup>10</sup>R<sup>11</sup>, wherein

R<sup>10</sup> and R<sup>11</sup> are independently selected from

H,

CH<sub>3</sub>,

cyclopropyl,

benzyl,

NR<sup>12</sup>R<sup>13</sup> wherein

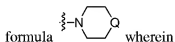
R<sup>12</sup> and R<sup>13</sup> are independently H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, provided that both R<sup>10</sup> and R<sup>11</sup> are not NR<sup>12</sup>R<sup>13</sup> simultaneously,

and

(C<sub>2</sub>-C<sub>4</sub>)alkyl which is optionally substituted up to three times by halogen, and up to two times by substituent groups independently selected from hydroxyl, O(C<sub>1</sub>-C<sub>3</sub>)alkyl, and NR<sup>14</sup>R<sup>15</sup>, wherein

R<sup>14</sup> and R<sup>15</sup> are independently H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, or

R<sup>14</sup> and R<sup>15</sup> can join to form a heterocycle of



Q represents CH<sub>2</sub>, O, or NR<sup>16</sup>, and

R<sup>16</sup> represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl,

G12) OSO<sub>2</sub>NR<sup>23</sup>R<sup>24</sup> wherein

R<sup>23</sup> and R<sup>24</sup> independently represent H, CH<sub>3</sub>, or (C<sub>2</sub>-C<sub>4</sub>)alkyl which may optionally be substituted once by OH or NR<sup>25</sup>R<sup>26</sup>, wherein

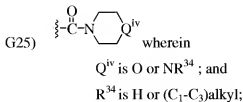
R<sup>25</sup> and R<sup>26</sup> independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;

G21) C(O)NR<sup>28</sup>R<sup>29</sup>, wherein

R<sup>28</sup> and R<sup>29</sup> are independently selected from

H  
and

(C<sub>1</sub>-C<sub>3</sub>)alkyl which is optionally substituted up to two times by  
OH;



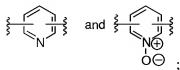
G26) C(O)NR<sup>35</sup>(CH<sub>2</sub>)<sub>t</sub>OR<sup>36</sup> wherein  
R<sup>35</sup> is H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;  
R<sup>36</sup> is (C<sub>1</sub>-C<sub>6</sub>)alkyl optionally substituted up to two times by  
halogen, OH, or O(C<sub>1</sub>-C<sub>3</sub>)alkyl, and  
the subscript "t" is an integer of 2-4; and

G31) N(R<sup>48</sup>)C(O)R<sup>49</sup> wherein  
R<sup>48</sup> represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
R<sup>49</sup> represents  
(CH<sub>2</sub>)<sub>1-3</sub>-CO<sub>2</sub>H,  
O(C<sub>2</sub>-C<sub>4</sub>)alkyl,  
(CH<sub>2</sub>)<sub>1-4</sub>-NR<sup>50</sup>R<sup>51</sup> wherein  
R<sup>50</sup> and R<sup>51</sup> independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, or  
CH(R<sup>52</sup>)-NR<sup>53</sup>R<sup>54</sup> wherein  
R<sup>52</sup> represents (CH<sub>2</sub>)<sub>1-4</sub>-NH<sub>2</sub>, CH<sub>2</sub>OH, CH(CH<sub>3</sub>)OH, or  
(C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
R<sup>53</sup> and R<sup>54</sup> independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl.

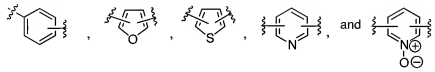
6. (Original) The compound of claim 1  
wherein  
R<sup>1</sup> represents H;

M represents CH;

J represents an aromatic or heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G5 and G8, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12, G22, and G31;

and subject to the further proviso

- 4) when J is pyridyl, n is 1, 2, or 3;

and proviso 5 does not apply;

G and G' moieties are independently selected from the group consisting of:

- G1) halogen ;
- G2) O(C<sub>1</sub>-C<sub>4</sub>)alkyl which optionally is substituted up to two times by O(C<sub>1</sub>-C<sub>2</sub>)alkyl;
- G3) OH ;

G4) (C<sub>1</sub>-C<sub>3</sub>)alkyl, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;

G5) OCF<sub>3</sub>;

G8) NR<sup>10</sup>R<sup>11</sup>, wherein

R<sup>10</sup> and R<sup>11</sup> are independently selected from

H,

CH<sub>3</sub>,

cyclopropyl,

benzyl,

NR<sup>12</sup>R<sup>13</sup> wherein

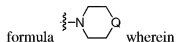
R<sup>12</sup> and R<sup>13</sup> are independently H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, provided that both R<sup>10</sup> and R<sup>11</sup> are not NR<sup>12</sup>R<sup>13</sup> simultaneously,

and

(C<sub>2</sub>-C<sub>4</sub>)alkyl which is optionally substituted up to three times by halogen, and up to two times by substituent groups independently selected from hydroxyl, O(C<sub>1</sub>-C<sub>3</sub>)alkyl, and NR<sup>14</sup>R<sup>15</sup>, wherein

R<sup>14</sup> and R<sup>15</sup> are independently H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, or

R<sup>14</sup> and R<sup>15</sup> can join to form a heterocycle of



Q represents CH<sub>2</sub>, O, or NR<sup>16</sup>, and

R<sup>16</sup> represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl,

or

R<sup>10</sup> and R<sup>11</sup> may be joined to form a saturated 5-6-membered

N-containing ring which is optionally substituted up to two times by

OH,

NR<sup>17</sup>R<sup>18</sup>, wherein

$R^{17}$  and  $R^{18}$  are H or (C<sub>1</sub>-C<sub>3</sub>)alkyl,

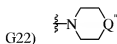
or by

(C<sub>1</sub>-C<sub>3</sub>)alkyl which is optionally substituted up to two times by  
halogen, OH, or O(C<sub>1</sub>-C<sub>3</sub>)alkyl;

G12)  $OSO_2NR^{23}R^{24}$  wherein

$R^{23}$  and  $R^{24}$  independently represent H, CH<sub>3</sub>, or (C<sub>2</sub>-C<sub>4</sub>)alkyl which may  
optionally be substituted once by OH or  $NR^{25}R^{26}$ , wherein

$R^{25}$  and  $R^{26}$  independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;



wherein

$Q^{++}$  is O or  $NR^{30}$ , and

$R^{30}$  is

H,

cyclopropyl, or

(C<sub>1</sub>-C<sub>3</sub>)alkyl which is optionally substituted once by  
halogen, OH, or O(C<sub>1</sub>-C<sub>3</sub>)alkyl; and

G31)  $N(R^{48})C(O)R^{49}$  wherein

$R^{48}$  represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and

$R^{49}$  represents

$(CH_2)_{1-3}-CO_2H$ ,

O(C<sub>2</sub>-C<sub>4</sub>)alkyl,

$(CH_2)_{1-4}-NR^{50}R^{51}$  wherein

$R^{50}$  and  $R^{51}$  independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, or

$CH(R^{52})-NR^{53}R^{54}$  wherein

$R^{52}$  represents  $(CH_2)_{1-4}-NH_2$ ,  $CH_2OH$ ,  $CH(CH_3)OH$ , or  
(C<sub>1</sub>-C<sub>3</sub>)alkyl; and

$R^{53}$  and  $R^{54}$  independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl.



## 7. (Original) The compound of claim 6

wherein

$R^1$  represents H;

$R^2$  represents  $O(C_1-C_3)alkyl$ , or  $NR^3R^4$

wherein  $R^3$  and  $R^4$  are H or  $(C_1-C_3)alkyl$ ;

$R^{2a}$  represents H;

L represents O or  $CR^6R^7$ , wherein

$R^6$  and  $R^7$  are independently H,  $CH_3$ , or OH;

G'' represents a substituent selected from the group consisting of  $O(C_1-C_3)alkyl$ , halogen, and  $CF_3$ ;

n and n' are independently 0 or 1, and provisos 1-3 do not apply;

G and G' moieties are independently selected from the group consisting of:

G1) Cl or F;

G2)  $O(C_1-C_3)alkyl$ ;

G3) OH ;

G4)  $(C_1-C_3)alkyl$ , which is optionally substituted up to three times by halogen;

G5)  $OCF_3$ ;

G8)  $NR^{10}R^{11}$ , wherein

$R^{10}$  and  $R^{11}$  are independently selected from

H,

$CH_3$ ,

cyclopropyl,

benzyl,

$NR^{12}R^{13}$  wherein

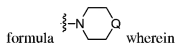
$R^{12}$  and  $R^{13}$  are independently H or  $(C_1-C_3)alkyl$ , provided that both  $R^{10}$  and  $R^{11}$  are not  $NR^{12}R^{13}$  simultaneously,

and

(C<sub>2</sub>-C<sub>4</sub>)alkyl which is optionally substituted up to three times by halogen, and up to two times by substituent groups independently selected from hydroxyl, O(C<sub>1</sub>-C<sub>3</sub>)alkyl, and NR<sup>14</sup>R<sup>15</sup>, wherein

R<sup>14</sup> and R<sup>15</sup> are independently H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, or

R<sup>14</sup> and R<sup>15</sup> can join to form a heterocycle of



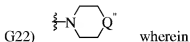
Q represents CH<sub>2</sub>, O, or NR<sup>16</sup>, and

R<sup>16</sup> represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;

G12) OSO<sub>2</sub>NR<sup>23</sup>R<sup>24</sup> wherein

R<sup>23</sup> and R<sup>24</sup> independently represent H, CH<sub>3</sub>, or (C<sub>2</sub>-C<sub>4</sub>)alkyl which may optionally be substituted once by OH or NR<sup>25</sup>R<sup>26</sup>, wherein

R<sup>25</sup> and R<sup>26</sup> independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;



Q'' is O or NR<sup>30</sup>, and

R<sup>30</sup> is H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and

G31) N(R<sup>48</sup>)C(O)R<sup>49</sup> wherein

R<sup>48</sup> represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and

R<sup>49</sup> represents

(CH<sub>2</sub>)<sub>1-3</sub>-CO<sub>2</sub>H,

O(C<sub>2</sub>-C<sub>4</sub>)alkyl,

(CH<sub>2</sub>)<sub>1-4</sub>-NR<sup>50</sup>R<sup>51</sup> wherein

R<sup>50</sup> and R<sup>51</sup> independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, or

CH(R<sup>52</sup>)-NR<sup>53</sup>R<sup>54</sup> wherein

R<sup>52</sup> represents (CH<sub>2</sub>)<sub>1-4</sub>-NH<sub>2</sub>, CH<sub>2</sub>OH, CH(CH<sub>3</sub>)OH, or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and

R<sup>53</sup> and R<sup>54</sup> independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl.

8. (Original) A compound selected from the group consisting of
- 4-{3-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}-*N*-methylpyridine-2-carboxamide;
  - 4-{3-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridine-2-carboxamide;
  - 4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridine-2-carbonitrile;
  - 6-phenyl-*N*<sup>4</sup>-(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)pyrimidine-2,4-diamine;
  - N*<sup>4</sup>-(4-{[2-(2-chloropyridin-4-yl)oxy]phenyl}-6-phenylpyrimidine-2,4-diamine;
  - 4-{2-amino-6-[(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)amino]pyrimidin-4-yl}phenyl sulfamate;
  - N*-(4-{2-amino-6-[(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)amino]pyrimidin-4-yl}phenyl)glycinamide trifluoroacetate;
  - 6-(4-aminophenyl)-*N*<sup>4</sup>-(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)pyrimidine-2,4-diamine;
  - 6-(6-aminopyridin-3-yl)-*N*<sup>4</sup>-(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)pyrimidine-2,4-diamine;
  - 6-pyridin-3-yl-*N*<sup>4</sup>-(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)pyrimidine-2,4-diamine;
  - N*-[(4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridin-2-yl)methyl]-4-methoxybenzenesulfonamide trifluoroacetate;
  - N*-[(4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridin-2-yl)methyl]methanesulfonamide trifluoroacetate;
- and
- (4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridin-2-yl)methanol trifluoroacetate (salt).
9. (Original) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

10. (Currently amended) A method of treatment ~~for a hyperproliferative disorder of breast~~  
cancer comprising administering an effective amount of a compound of claim 1 to a  
subject in need thereof.
11. (Canceled)